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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

Date: September 28, 2006
 Time: 9:30 a.m.

In re:
 USA SECURITIES, LLC,
 Debtor.

**DEBTORS' SUPPLEMENT TO MOTION FOR
 AN ORDER PURSUANT TO 11 U.S.C. §§
 105(a), 327(a) AND 331 AUTHORIZING
 RETENTION OF PROFESSIONALS
 UTILIZED BY DEBTORS IN THE
 ORDINARY COURSE OF BUSINESS FILED
 AUGUST 29, 2006**

Affects:

- ☒ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

(AFFECTS ALL DEBTORS)

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USA Commercial Mortgage Company, USA Securities, LLC, USA Capital Realty Advisors, LLC, USA Capital Diversified Trust Deed Fund, LLC, and USA Capital First Trust Deed Fund, LLC (collectively, the “Debtors”), hereby submit this Supplement to Debtors’ Motion for an Order Pursuant to 11 U.S.C. §§ 105(a), 327(a) and 331 Authorizing Retention of Professionals Utilized by Debtors in the Ordinary Course of Business filed on August 29, 2006 (the “Motion”).

STATEMENT OF FACTS

1. On August 29, 2006, Debtors filed the Motion.

2. In response thereto, the First Trust Deed Fund Committee (“FTDF Committee”) made the following requests: (a) that the information about the amount of fees incurred by the Ordinary Course Professionals be provided on a monthly basis instead of every 120 days as currently set forth in paragraph 7; (b) that the fees incurred by the Ordinary Course Professionals be allocated; and (c) that the Debtors provide a list identifying the Ordinary Course Professionals the Debtors currently anticipate hiring.

3. On September 19, 2006, the Unsecured Creditors Committee filed a response to Debtors’ Motion in which they requested that it, and possibly the other Committees, be consulted and that their approval be obtained before Debtors select legal counsel to collect loans and foreclose on collateral securing loans.

SUPPLEMENTAL RESPONSE

A. Response to FTDF Committee’s Requests

In response to the comments and concerns expressed by the FTDF Committee, the Debtors agree that, Debtors will allocate all of the fees incurred by foreclosure counsel to the individual loans on which they are working per the Loan Servicing Agreements. It is further anticipated that the fees of general professionals such as tax accountants and other professionals who provide assistance will be billed to the specific estate(s) benefited by the services. Finally, it is anticipated that those professionals who provide services that benefit multiple estates will have their fees allocated amongst the estates benefited.

In addition, attached hereto as Exhibit A is a list of Ordinary Course Professionals who the

Debtors currently anticipate retaining.

Finally, rather than filing a statement with the Court every 120 days as referenced in Paragraph D.9. of the Motion, Debtors instead will provide a monthly report to counsel for each of the Committees listing the name of the professional or the professional's firm name, and the amount of fees and costs paid to each professional during the prior month.

B. Response to Unsecured Creditors Committee's Requests

In response to the Unsecured Creditors Committee's request that Debtors consult in advance and reach an agreement with the Unsecured Creditor Committee (and possibly the other committees) regarding the legal counsel to be employed to collect loans and foreclosure on collateral securing loans, this is a choice that is solely within the Debtors' business judgment. The Debtors are willing to let the Committees know which professionals they plan to retain, but the Unsecured Creditors Committee and the other Committees should not be given veto power over the Debtors' decision. Moreover, any concerns the Unsecured Creditors Committee or the other Committees may have should be alleviated by the fact that the Debtors will be providing to all of the Committees a monthly report identifying the professionals retained and the amount of the fees they have been paid during the prior month.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Debtors' Motion be granted as supplemented above and that the Court deny the objection of the Unsecured Creditors Committee.

Dated: September 21, 2006.

/s/ Jeanette E. McPherson

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Exhibit “A”

EXHIBIT A

Ordinary Course Professionals Debtors Currently Anticipate Hiring

FORECLOSURE COUNSEL

1. Foley & Lardner (Chicago Office, Boston Office, Florida Offices)

It is anticipated that Foley & Lardner will provide foreclosure advice and services for loans currently in default in Massachusetts, Illinois and Florida. Foley & Lardner has three Florida offices. The specific Foley & Lardner Florida office used will be determined by the office's proximity to the loan property.

2. Vinson & Elkins (Houston Office)

It is anticipated that Vinson & Elkins' Houston Office will provide foreclosure advice and services for the loans currently in default in Houston and the surrounding areas.

ACCOUNTANT

1. Beadle McBride Evans & Reeves LLP (Las Vegas, Nevada)

It is anticipated that Beadle McBride will complete preparation of 2006 tax returns and IRS filings for all Debtors.